

AUG 07 2000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS

PROOF OF CLAIM Michael N. Milby, Clerk

(Name of Debtor)

STAGE STORES, INC.,
a Delaware Corporation,
X SPECIALTY RETAILERS, INC.,
a Texas Corporation,
SPECIALTY RETAILERS, INC. (NV),
a Nevada Corporation

CASE NO. 00-35078-H2-11

CASE NO. 00-35079-H2-11

CASE NO. 00-35080-H2-11

(Jointly Administered Under
Case No. 00-35078-H2-11)

CHAPTER 11

(Name of Creditor)

ECTOR COUNTY INDEPENDENT SCHOOL
DISTRICT, ODESSA JUNIOR COLLEGE
DISTRICT, CITY OF ODESSA, AND
ECTOR COUNTY HOSPITAL DISTRICT

____ Check if you are aware that
anyone else has filed a proof
of claim relating to your
claim. Attach copy of statement
giving particulars.
____ Check if you have never received
any notices from the bankruptcy
court in this case.
____ Check if the address differs
from the address on the envelope
sent to you by the Court.

(Name and Addresses Where Notices should be sent)

J.T. MORGAN
P.O. Box 1311
Odessa, Texas 79760

Check here if this claim ____ replaces
____ amends

Previous file claimed, dated:

Account or other number by which creditor identifies Debtor: 2-0036322;
2-0000389; 2-0036166 and 2-0035876

1. Basis for Claim

____ Goods sold
____ Services performed
____ Money loaned
____ Personal injury/
wrongful death
X Taxes
____ Other (Specify)

____ Retiree benefits as defined in
11 U.S.C. § 1114(a)
____ Wages, salaries and compensations
(Fill out below)
Your social security no. _____
Unpaid compensation for services
performed from _____ to

2. Date debt was incurred
2000

3. If Court Judgment, Date Obtained:
001222

4. Classification of Claim. Under the Bankruptcy Code all claims are
classified as one or more of the following: (1) Unsecured Priority, (2)
Unsecured Nonpriority, (3) Secured. It is possible for part of a claim

to be in one category and part in another.

____ Secured Claim \$_____

X Priority Claim \$ 44,000.21 (assessed within twelve months of the
Petition for relief in this cause)

Attach evidence of perfection interest. Brief Description of Collateral:

____ Real Estate ____ Motor Vehicle X Other (Describe briefly)

Personal Property, INV/F&F/Equip
3300 Andrews Highway

Personal Property, INV-F&F, MCM-B-4
4101 E. 42nd Street

Personal Property, INV/FF&E
1515 E. 8th Street

Personal Property, INV/FF&E
1623 N. County Road West

Amount of arrearage and other charges included in secured claim above,
if any \$_____

____ Unsecured Priority Claim \$_____
Specify the priority of the claim.

____ Wages, salaries, or commissions (up to \$2,000.00) earned not more
than 90 days before filing of the bankruptcy petition of cessation
of the debtor's business, whichever is earlier) 11 U.S.C. § 507(a)(3).

____ Contributions to an employee benefit plan U.S.C. § 507(a)(4).

____ Up to \$900.00 of deposits toward purchase, lease, or rental of
property or services for personal, family, or household use
11 U.S.C. § 507(a)(4).

X Taxes or penalties of governmental units - 11 U.S.C. §507(a)(6).

____ Other

____ Unsecured nonpriority claim \$_____
A claim is unsecured if there is no collateral or lien on property
of the Debtor securing the claim or to the extent that the value
of such property is less than the amount of the claim.

5. TOTAL AMOUNT OF \$ _____ \$ _____ \$ 44,000.21
CLAIM AT THE (Secured) (Unsecured) (Priority)
TIME CASE FILED:
\$ 44,000.21
(TOTAL)

___ Check if claim includes prepetition charges in addition to the principal

X Claim includes estimated taxes for 2000. This estimate is based on the 1999 tax rate. At the time of filing this Proof of Claim, the 2000 tax rate has neither been determined nor published. Once the tax rate is set, this Proof of Claim may be amended to include the exact figure accruing under the 2000 tax rate.

Attach itemize statement of all additional charges.

6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to Debtor.

7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices. Itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

(Penalty for representing fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.)

McMAHON, TIDWELL, HANSEN, ATKINS
& PEACOCK, P.C.

Date: 8-4-00

BY: J.T. MORGAN

Certificate Of Service

I hereby certify that on this 4th day of August, 2000, a true and correct copy of the foregoing Proof of Claim was mailed via first class mail, postage prepaid to the following listed parties of interest:

J.T. MORGAN

Andrew E. Jillson, Esq.
Lynnette R. Warman, Esq.
Jenkins & Gilchrist, P.C.
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202-2799
ATTORNEYS FOR DEBTORS

Specialty Retailers, Inc.,
a Texas Corporation
10210 Main Street
Houston, Texas 77025-5229
DEBTOR

ECTOR COUNTY IND. SCHOOL DIST.
STATUS OF ACCOUNTS OF 08/04/2000

2-0036322- BEALLS STORE #630
 % HARDING & CARBONE INC
 3903 BELLAIRE BLVD STE 16
 HOUSTON TX
 77025

LEGAL DESCRIPTION : PERSONAL PROPERTY
 INV/F&F/EQUIP

SITUS ADDRESS : 3300 ANDREWS HWY
APPR DIST ACCT #:
DELINQ STAT CD :
CALC MONTH/YEAR : JUN/2000

JR YEAR	DATE PD	TAX AMOUNT	P&I / DISC	ATTNY FEE	TOT DUE/PD	CAUSE NMBR
10 1999	01312000	5441.71	.00	.00	5441.71	
20 1999	01312000	702.89	.00	.00	702.89	
30 1999	01312000	2257.11	.00	.00	2257.11	
90 1999	01312000	205.48	.00	.00	205.48	
TOTAL PAID * *		8607.19	.00	.00	8607.19	
TOTAL OWED * *		.00	.00	.00	.00	

Jurisdictions
10-E.C.I.S.D. 30-City of Odessa
15-C.E.D. 40-E.C.U.D.
20-O.J.C.D. 90-Hospital District

ECTOR COUNTY IND. SCHOOL DIST.
STATUS OF ACCOUNTS OF 08/04/2000

2-0000389- BEALLS DEPT STORE #063
 % HARDING & CARBONE INC
 3903 BELLAIRE BLVD STE 16
 HOUSTON TX
 77025

LEGAL DESCRIPTION : PERSONAL PROPERTY
 INV-F&F

MCM-B-4

SITUS ADDRESS : 4101 E 42ND
APPR DIST ACCT # :
DELINQ STAT CD :
CALC MONTH/YEAR : JUN/2000

JR YEAR	DATE PD	TAX AMOUNT	P&I / DISC	ATTNY FEE	TOT DUE/PD	CAUSE NMBR
-----	-----	-----	-----	-----	-----	-----
10 1999	01312000	6284.61	.00	.00	6284.61	
20 1999	01312000	811.76	.00	.00	811.76	
30 1999	01312000	2606.72	.00	.00	2606.72	
90 1999	01312000	237.31	.00	.00	237.31	
TOTAL PAID * *		9940.40	.00	.00	9940.40	
TOTAL OWED * *		.00	.00	.00	.00	

ECTOR COUNTY IND. SCHOOL DIST.
STATUS OF ACCOUNTS OF 08/04/2000

2-0036166- - BEALL'S
 % HARDING & CARBONE INC
 3903 BELLAIRE BLVD STE 16
 HOUSTON TX
 77025

LEGAL DESCRIPTION : PERSONAL PROPERTY
 INV/FF&E

SITUS ADDRESS : 1515 E 8TH
APPR DIST ACCT # :
DELINQ STAT CD :
CALC MONTH/YEAR : JUN/2000

JR YEAR	DATE PD	TAX AMOUNT	P&I / DISC	ATTNY FEE	TOT DUE/PD	CAUSE NMBR
-----	-----	-----	-----	-----	-----	-----
10 1999	01312000	10066.11	.00	.00	10066.11	
20 1999	01312000	1300.21	.00	.00	1300.21	
30 1999	01312000	4175.21	.00	.00	4175.21	
90 1999	01312000	380.10	.00	.00	380.10	
TOTAL PAID * *		15921.63	.00	.00	15921.63	
 TOTAL OWED * *		.00	.00	.00	.00	

ECTOR COUNTY IND. SCHOOL DIST.
STATUS OF ACCOUNT OF 08/04/2000

2-0035876- - BEALLS # 631
 % HARDING & CARBONE INC
 3903 BELLAIRE BLVD STE 16
 HOUSTON TX
 77025

LEGAL DESCRIPTION : PERSONAL PROPERTY
 INV/FF&E

SITUS ADDRESS : 1623 N COUNTY ROAD WEST
APPR DIST ACCT # :
DELINQ STAT CD :
CALC MONTH/YEAR : JUN/2000

JR YEAR	DATE PD	TAX AMOUNT	P&I / DISC	ATTNY FEE	TOT DUE/PD	CAUSE NMBR
-----	-----	-----	-----	-----	-----	-----
10 1999	01312000	6025.76	.00	.00	6025.76	
20 1999	01312000	778.33	.00	.00	778.33	
30 1999	01312000	2499.36	.00	.00	2499.36	
90 1999	01312000	227.54	.00	.00	227.54	
TOTAL PAID * *		9530.99	.00	.00	9530.99	
TOTAL OWED * *		.00	.00	.00	.00	